## **EXHIBIT L**

## Shield Acquisition Group 13769 Main Street Lemont, IL 60439

September 21, 2011

To: SAG Investors

From: SAG Managers

Dear SAG Investor:

Let us begin by saying thank you for the continued support you have given us as we try to protect our collective investment in Shield Acquisition Group, LLC ("SAG").

Enclosed you will find the following documents:

- 1. A hard copy of the Investor Update that we emailed to everyone on September 19<sup>th</sup>. If you did not receive this email, we probably do not have a current email address for you, so please send an email to <a href="marks@k-five.net">marks@k-five.net</a> so we can update our files. In the current environment, emails seem the most expeditious and cost efficient means for communicating with you.
- 2. A Notice to Investors of action and confirmation of vote. Please read this self explanatory document.
- 3. A consent form that you must fill out, sign and date and return to SAG in the self addressed stamped envelop provided. If you hold your investment in SAG in a name other than your own (company, trust, etc.) please also print this name on the consent form.

We appreciate your timely response so that we may finalize the written record of events that have occurred.

Please don't hesitate to contact the SAG Managers: Chuck Saporito, Mike Weible or Mark Sniegowski with any questions.

We assure you that we are doing everything in our power to protect your investment and see that it is a successful one for all of us.

Regards.

September 12, 2011

Dear SAG Investors:

As Managers of SAG, we are writing to inform you of recent developments regarding SAG's investment in Shield Technologies.

First, we are pleased to report that Shield has enjoyed record growth in sales and profitability through mid-year. However, as you'll read below, we have concerns about some members of Shield's management and its direction going forward so that these results are sustained and form a basis for the company's organic growth.

As you recall the Notes SAG purchased were convertible into Shield stock and SAG could become majority and controlling stockholder in Shield Technologies by converting a portion of the Notes. While the Notes paid a high interest rate, that rate was only guaranteed through mid-November this year. Starting on November 17, 2011, Shield has the ability to prepay the Notes upon 10-days notice at which point SAG would either have to convert the Notes to stock in Shield or accept repayment. After considering all of the relevant facts and after consulting with SAG's counsel at the time, John Hayes, the SAG managers believed it was in the best interests of SAG and you, SAG's investors, to exercise the right to convert the notes and take control of Shield's board so that SAG can more closely manage the important strategic business decisions for Shield going forward. On August 8, 2011 Chuck Saporito and Mike Weible delivered written notice in accordance with the SAG agreements to exercise its sole right to convert a portion of the Notes such that a majority of shares in Shield would inure to SAG.

Unfortunately Shield has not complied with its contractual obligations under the Notes. Instead, Shield, through its Corporate Secretary, sent a letter questioning the validity of the conversion by SAG. SAG's then-counsel responded specifically advising Shield that SAG had properly exercised its rights in accordance with the SAG agreement with Shield.

Again, despite this clear advice, Shield's management failed to comply with its legal requirements as clearly set forth in the Notes. This time, on September 1, 2011, Shield's Corporate Secretary sent notice that Shield's management and the "non-SAG designated Board members" had approved the immediately retirement of the Notes with interest paid through November 17, 2011 and that sufficient funds to do so had been wired to SAG's account. This action by Shield's management directly violates express terms of the Notes.

During the course of these proceedings, SAG's counsel, Mr. Hayes recused himself in his role as counsel to SAG going forward because of his relationship with the Sax family. We understand his position and regret his recusal. Our group owes Mr. Hayes a debt of gratitude for his expertise as well as gracious comportment in what has clearly been an agonizing development of circumstances that have challenged his relationship with many parties to these proceedings. We wish him well.

Upon receipt of the Shield wire transfer and notification, SAG managers instructed the bank to return the funds and reject the retirement of the Notes. Thereupon, Shield re-sent the proceeds. We once again attempted to return them. Shield has no ability to prepay the notes and we have so notified it.

The actions of Shield's senior management in Chicago, after SAG converted a portion of its Notes and became the controlling stockholder in Shield, confirm our concerns and reinforces our belief that we were correct in partially converting the Notes and taking controlling interest in Shield. Their actions have confirmed our suspicions that certain Shield officers and certain existing shareholders had - and continue to have – the desire to run the enterprise for their own personal gain and not for the benefit of all shareholders. There does not appear to be any other reasonable conclusion to justify their complete disregard for the express terms of the Notes with which SAG has complied, nor is there any other reasonable conclusion that would justify their attempt to pre-pay the Notes in direct violation of the express terms of the Notes.

We have retained new legal counsel, Mr. John Collins of Collins & Collins, to replace Mr. Hayes and SAG continues to move forward in the exercise of its rights under the terms by which SAG came in to existence - at the behest and with the full understanding, cooperation and agreement of Shield's executive management, we hasten to add.

We understand that these developments are disturbing and regret that the misconduct by certain members Sheild's management has required us to take the actions we have. Rest assured, however, that we have and will continue to act in the best interests of SAG and work diligently to ensure that SAG's rights are preserved and protected.

We thank you for your support in this matter and will be updating you soon on how best to proceed now that SAG is the controlling stockholder of Shield. These events have made clear that changes need to be made at Shield and we will be communicating with you on these matters in accordance with the SAG Agreement.

Please feel free to contact us if you have any questions or concerns.

Very truly yours, SAG Managers

**Chuck Saporito** 

Mike Weible

Mark Sniegowski